

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CYNTHIA S. GILLETTE, individually and
derivatively on behalf of nominal defendant
BLIMPIE OF CALIFORNIA, INC.,

Plaintiff,

07 Civ. 4697 (CLB)

v.

JEFFREY ENDERVELT, BELLE
ENDERVELT and DORA RICCI,

Defendants,

and

BLIMPIE OF CALIFORNIA, INC.,

Nominal Defendant.
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**AFFIDAVIT OF CYNTHIA S. GILLETTE IN SUPPORT OF PLAINTIFF'S
MOTION FOR THE APPOINTMENT OF A GUARDIAN AD LITEM**

Cynthia S. Gillette declares under the penalty of perjury and pursuant to 28
U.S.C. § 1746 that the following is true and correct:

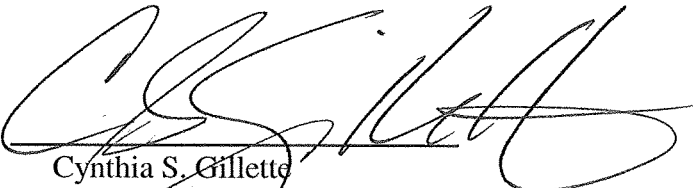
1. I am the plaintiff, individually and derivatively on behalf of nominal
defendant Blimpie of California, Inc. ("BOC") in the above-captioned action and submit
this affidavit in support of the motion for an order appointing a guardian ad litem to
represent defendant Belle Endervelt.

2. I am a shareholder of BOC. Additionally, I was the Vice President of BOC
from 1992 to 2002, at which time I resigned from that position. Moreover, I was a
member of the BOC Board of Directors from 1992 to an unknown date upon which I was
purportedly not re-elected. As such, I am familiar with the facts set forth below.

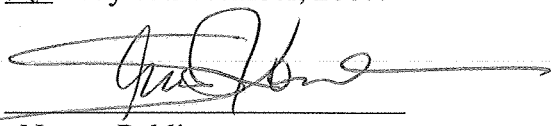
3. Each of BOC's franchisees pay 10% of their gross sales to BOC. 40% of such incoming fees are to be deposited into an advertising cooperative fund, Blimpie of California Advertising Cooperative, Inc. A small percentage of the fees deposited into such fund are paid to the National Advertising Cooperative and the balance remains in California to be used solely for gift certificates, local giveaways, and other promotional items for the benefit of the California franchisees. Such funds belong to BOC's franchisees and are only supposed to be used to promote those franchisees' businesses in California.

Dated: New York, New York
December 27, 2007

By:


Cynthia S. Gillette
55 South Valle Verde Drive
Suite 235-191
Henderson, NV 89012

Sworn to before me this
27th day of December, 2007.


Notary Public

